

United States Bankruptcy Court
Eastern District of Texas
Sherman Division

In re TWL Knowledge Group, Inc.

Debtor

Case No. 08-42774-btr-11Chapter 11

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	YES	1	\$ 0.00		
B - Personal Property	YES	366	\$ 6,035,941.00		
C - Property Claimed as Exempt	NO				
D - Creditors Holding Secured Claims	YES	1		\$ 13,399,122.72	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	YES	40		\$ 405,936.00	
F - Creditors Holding Unsecured Nonpriority Claims	YES	20		\$ 8,100,035.17	
G - Executory Contracts and Unexpired Leases	YES	5			
H - Codebtors	YES	1			
I - Current Income of Individual Debtor(s)	NO	0			\$
J - Current Expenditures of Individual Debtor(s)	NO	0			\$
TOTAL		434	\$ 6,035,941.00	\$ 21,905,093.89	

In re: TWL Knowledge Group, Inc.
Debtor

Case No. 08-42774-btr-11
(If known)

SCHEDULE A - REAL PROPERTY

DESCRIPTION AND LOCATION OF PROPERTY	NATURE OF DEBTOR'S INTEREST IN PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION	AMOUNT OF SECURED CLAIM
Total >			0.00	

(Report also on Summary of Schedules.)

In re TWL Knowledge Group, Inc.

Debtor

Case No. 08-42774-btr-11

(If known)

SCHEDULE B - PERSONAL PROPERTY

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Cole Taylor Bank 9500 West Higgins Rd. Rosemont, IL 60018 Money Market Account #xxxx-x2467 Lock Box		107,798.00
Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Cole Taylor Bank 9500 West Higgins Rd. Rosemont, IL 60018 Commercial Checking Account #xxxx-x8633 Lock Box		31,236.00
Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		First National Bank Southwest 4500 Preston Rd. Frisco, TX 75034 FBO Laurus Master Fund LTD Account #xxx1752 Lock Box		1,616.00
Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		First National Merchant Solution One First National Center Omaha, NE 68172-9955 Credit Card Account (ACH) Merchant No: xxx8262 Credit Card		3,227.00
Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Wells Fargo 1445 Ross Ave., 2nd Fl Dallas, TX 75202 Operating Account #xxx-xxx8194		68,298.00
3. Security deposits with public utilities, telephone companies, landlords, and others.		See Exhibit A - Security Deposits		132,500.00
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.		Hartford Insurance Policy: Property/General Liability Auto Umbrella (Package) Policy 09/15/08-09		0.00

In re TWL Knowledge Group, Inc.

Debtor

Case No. 08-42774-btr-11

(If known)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.		Interwest Ins.: D&O and E&O policies		0.00
Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.		Lloyds of London Insurance: E&O		0.00
Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.		XL Specialty Insurance: D&O/Employment Practices Liability - 01/15/08-09		0.00
10. Annuities. Itemize and name each issuer.	X			
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.		50% member interest in Skill Ventures International, LLC, f/k/a TWL Skill Ventures, LLC.		Unknown
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		See Exhibit B - Accounts Receivable (Gross value \$3,034,743.19)		2,096,551.00
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.		See Exhibit C - Sales Tax Refunds Due		12,835.00
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			

In re TWL Knowledge Group, Inc.

Debtor

Case No. 08-42774-btr-11

(If known)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.		Claims against Technomedia International, Inc., Greg Bihn, John Rivera, and Mitch VerVoort for misappropriation of corporate funds, assets, and other violations, material breaches and defaults of the Joint Venture Agreement between Technomedia International, Inc. and TWL Knowledge Workplace Learning Corporation f/k/a Trinity Workplace Learning Corporation.		Unknown
22. Patents, copyrights, and other intellectual property. Give particulars.		Domain names acquired from PRIMEDIA Workplace Learning, Inc.		Unknown
Patents, copyrights, and other intellectual property. Give particulars.		Trademarks acquired from PRIMEDIA Workplace Learning, Inc.		Unknown
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.		1999 Ford E - 150; RIE 7076		8,688.00
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		Item No. 28 and No. 29 inclusive and is based on gross liquidation value.		2,470,045.00
29. Machinery, fixtures, equipment and supplies used in business.				
30. Inventory.		See Exhibit D - Inventory (at Debtor's book value)		1,103,147.00
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

In re TWL Knowledge Group, Inc.

Debtor

Case No. 08-42774-btr-11

(If known)

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITH- OUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
<u>3</u> continuation sheets attached				Total \$6,035,941.00

(Include amounts from any continuation sheets
attached. Report total also on Summary of
Schedules.)

In re TWL Knowledge Group, Inc.

Case No. 08-42774-btr-11

Debtor

(If known)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See Instructions, Above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO.		Purchase money lien				13,814.46	13,814.46
Cisco Systems Capital Corp. 1111 Old Eagle School Rd. Wayne, PA 19087		VALUE \$0.00					
ACCOUNT NO.		First lien on all assets				1,725,308.26	0.00
Laurus Master Fund, Ltd. c/o Laurus Capital Management, LLC 825 Third Ave., 14th Fl New York, NY 10022		VALUE \$6,035,941.00					
Laurus Master Fund, Ltd. c/o Stuart Komrower, Esq. Cole, Schotz, Meisel, et al. 25 Main Street Hackensack, NJ 07601							
ACCOUNT NO.		Second lien on all assets			X	11,660,000.00	6,411,175.07
Trinity Investment, GP 10600 N. De Anza Blvd., Ste 250 Cupertino, CA 95014		VALUE \$4,310,632.74					

0 continuation sheets attached

Subtotal
(Total of this page)

Total
(Use only on last page)

\$ 13,399,122.72	\$ 6,424,989.53
\$ 13,399,122.72	\$ 6,424,989.53

(Report also on Summary of Schedules)

(If applicable, report also on Statistical Summary of Certain Liabilities and Related Data.)

In re TWL Knowledge Group, Inc.

Debtor

Case No. 08-42774-btr-11

(If known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS☐ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets.)

☐ **Domestic Support Obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☒ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$10,950* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,400* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,425* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☒ **Taxes and Certain Other Debts Owed to Governmental Units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to Maintain the Capital of an Insured Depository Institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507 (a)(9).

☐ **Claims for Death or Personal Injury While Debtor Was Intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amounts are subject to adjustment on April 1, 2010, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

3 continuation sheets attached

In re TWL Knowledge Group, Inc.
Debtor

Case No. 08-42774-btr-11
(If known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

Type of Priority: Wages, Salaries, and Commissions

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
ACCOUNT NO See Exhibit G			Employee Unreimbursed Expenses				81,866.07	77,508.38	4,357.69

Subtotals
(Totals of this page)

\$	81,866.07	\$	77,508.38	\$	4,357.69
\$					
		\$		\$	

Total
(Use only on last page of the completed
Schedule E. Report also on the Summary of
Schedules.)

Total
(Use only on last page of the completed
Schedule E. If applicable, report also on the
Statistical Summary of Certain Liabilities and
Related Data.)

In re TWL Knowledge Group, Inc.

Debtor

Case No. 08-42774-btr-11

(If known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS (Continuation Sheet)

Type of Priority: Taxes and Certain Other Debts Owed to Governmental Units

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBATOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
ACCOUNT NO Carrollton - FB ISD P O Box 110611 Carrollton TX 75011-0611			Notice Only			X	0.00	0.00	0.00
ACCOUNT NO City of Carrollton P. O. Box 115125 Carrollton, TX 75011-5125			Notice Only			X	0.00	0.00	0.00
ACCOUNT NO Dallas County Tax Office Records Building 500 Elm Street Dallas, TX 75202-3504			Personal Property Taxes 2007 \$31,877.23; 2006 \$21,770.51			X	53,647.74	0.00	53,647.74
ACCOUNT NO Denton County Tax Assessor/Collector P O Box 90223 Denton TX 76202-5223			Personal Property Taxes 2008 est. \$83,000.00; 2007 \$16,557.15; 2006 \$37,081.89			X	136,639.04	0.00	136,639.04
ACCOUNT NO Internal Revenue Service Special Procedures-Insolvency P. O. Box 21126 Philadelphia, PA 19114			Notice Only				0.00	0.00	0.00
ACCOUNT NO See Exhibit E			Personal Property Taxes for Numerous City and County Taxing Authorities for 2008 est \$81,260.64, 2007 & 2006 \$29,747.51				111,008.15	0.00	111,008.15

Sheet no. 2 of 3 continuation sheets attached to Schedule of
Creditors Holding Priority ClaimsSubtotals >
(Totals of this page)

\$	301,294.93	\$	0.00	\$	301,294.93
\$		\$		\$	
\$		\$		\$	

Total >
(Use only on last page of the completed
Schedule E. Report also on the Summary of
Schedules.)Total >
(Use only on last page of the completed
Schedule E. If applicable, report also on the
Statistical Summary of Certain Liabilities and
Related Data.)

In re **TWL Knowledge Group, Inc.**

Debtor

Case No. **08-42774-btr-11**

(If known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

(Continuation Sheet)

Type of Priority: Taxes and Certain Other Debts Owed to Governmental Units

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
ACCOUNT NO. See Exhibit F			Sales/Use Taxes to numerous State Taxing Authorities				22,775.00	0.00	22,775.00
ACCOUNT NO. State of Delaware Division of Corporations P. O. Box 898 Dover, DE 19903			Notice Only				0.00	0.00	0.00
ACCOUNT NO. Texas Comptroller of Public Accounts Revenue Acct. Div-Bankruptcy Sec P. O. Box 13528 Austin, TX 78711			Notice Only				0.00	0.00	0.00
ACCOUNT NO. Texas Workers Compensation Insurance Fund/State of Texas P O Box 14913 Austin TX 78714-9143			Notice Only				0.00	0.00	0.00

Sheet no. 3 of 3 continuation sheets attached to Schedule of
Creditors Holding Priority Claims

Subtotals >
(Totals of this page)

\$	22,775.00	\$	0.00	\$	22,775.00
\$	405,936.00				
		\$	77,508.38	\$	328,427.62

Total >
(Use only on last page of the completed
Schedule E. Report also on the Summary of
Schedules.)

Total >
(Use only on last page of the completed
Schedule E. If applicable, report also on the
Statistical Summary of Certain Liabilities and
Related Data.)

In re TWL Knowledge Group, Inc.

Debtor

Case No. 08-42774-btr-11

(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.			X	X	X	Unknown
Association of Public-Safety, etc c/o Kelly Parsons, Esq. Cobb & Cole P. O. Box 2491 Daytona Beach, FL 32115-2491		Complaint (pending) Association of Public-Safety Communications Officials v Trinity Workplace Learning Corporation, Cause No. 2008-32708-COCI				
ACCOUNT NO.			X	X	X	Unknown
Avid Technology, Inc. c/o Kimberly Guest, Esq. Guest & Associates, P.C. 421 E. Airport Freeway, Suite 115 Irving, TX 76062		Complaint (pending) Avid Technology, Inc. v Trinity Workplace Learning Corporation, Cause No. CV-2008-00140				
ACCOUNT NO.						51,166.42
Cirro Energy P. O. Box 911504 Dallas, TX 75391-1504		Trade debt				
ACCOUNT NO.			X	X	X	Unknown
Cirro Energy a Div fo Cirro Group, Inc. c/o Jason MacKenna, Esq. Hiersche Hayward Drakeley Urbach 15303 Dallas Pkwy, Suite 700 Addison, TX 75001		Complaint (pending) Cirro Energy, a Division of Cirro Group, Inc. v Trinity Workplace Learning Corporation, and TWL Corporation, Cause No. 07-15785-D				
ACCOUNT NO.			X	X	X	Unknown
Compass Group USA c/o Scott R. Richard, Esq. Law Office of Scott H. Richard 1901 Central Dr., Suite 103 Bedford, TX 76021		Complaint (pending) Compass Group USA v Trinity Workplace Learning Corporation, Cause No. 2007-30310-211				

7 Continuation sheets attached

Subtotal > \$ 51,166.42

Total > \$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

In re TWL Knowledge Group, Inc.

Debtor

Case No. 08-42774-btr-11

(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.						
Compass Group USA, Inc. 91337 Collections Center Dr. Chicago, IL 60693-1337		Trade debt				51,105.11
ACCOUNT NO.			X	X	X	Unknown
County of Denton c/o Gilbert T. Bragg, Esq. McCreary, Veselka, Bragg et al P. O. Box 1269 Round Rock, TX 78680 County of Denton (for: Intervenor) c/o George Scherer, Esq. Law Office of Robert E. Luna, PC 4411 N. Central Expwy. Dallas, TX 75205		Complaint (pending) County of Denton v Trinity Workplace Learning Corporation, Cause No. 2008-0662-158				
ACCOUNT NO.						
Electrolab Training Systems 335 University Ave. Beeleville, ON K8N 5A5		Trade debt				451,461.76
ACCOUNT NO.						
FirstCom Music P. O. Box 31001-1699 Pasadena, Ca 91110-1699		Trade debt				43,785.00

Sheet no. 1 of 7 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal	>	\$	546,351.87
Total	>	\$	

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

In re TWL Knowledge Group, Inc.

Debtor

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(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.						
Flying Fish Creative Services, Inc. 1669 Lobdell Ave., Suite E Baton Rouge, LA 70806-6319		Trade debt				29,805.69
ACCOUNT NO.						
Greenville Technicl Collage P. O. Box 5616 Greenville, SC 29606-5616		Trade debt				252,534.00
ACCOUNT NO.						
Inteslsat Corporation P. O. Box 7247-8912 Philadelphia, PA 19170-8912		Trade debt				408,323.00
ACCOUNT NO.						
iVillage Parenting Network 904 Sylvan Englewood Cliffs, NJ 07632-3312		Trade debt				50,950.00
ACCOUNT NO.						
JCR-Joint Commission Resources P. O. Box 75752 Chicago, IL 60675-5752		Trade debt				39,312.03

Sheet no. 2 of 7 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal > \$ **780,924.72**

Total > \$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

In re **TWL Knowledge Group, Inc.**

Debtor

Case No. **08-42774-btr-11**

(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.						30,368.13
Johnson Printing Service 14030 Welch Rd. Dallas, TX 75244-4526		Trade debt				
ACCOUNT NO.			X	X	X	Unknown
Kam Escamilla c/o Barry S. Hersh, Esq. Hersh Law Firm, P.C. 3626 N. Hall Street, Suite 800 Dallas, TX 75219-5133		Complaint (pending) Kam Escamilla v TWL Corporation, Trinity Workplace Learning Corporation, and Dennis Cagan, Case No. 4:08-cv-00002				
ACCOUNT NO.			X	X	X	Unknown
Kam Escamilla c/o Barry S. Hersh, Esq. Hersh Law Firm, P.C. 3626 N. Hall St., Suite 800 Dallas, TX 75219-5133		Complaint (pending) Kam Escamilla v TWL Corporation, and Trinity Workplace Learning Corporation dba TWL Knowledge Group, Inc., Cause No. 2008-40269-362				
ACCOUNT NO.						520,600.00
LALPI/Shaw, LLC c/o John H. DeClercq 555 12th Street, #215 Oakland, CA 904607		Landlord				
LALPI/Shaw, LLC c/o James M. McCown, Esq. NESBIT, VASSAR, McCOWN, et al 15851 Dallas Parkway, Ste 800 Addison, TX 75001						

Sheet no. 3 of 7 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal > \$ **550,968.13**

Total >

\$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

In re TWL Knowledge Group, Inc.

Debtor

Case No. 08-42774-btr-11

(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.			X	X	X	Unknown
Lewisville Independent School Dist. c/o George Scherer Law Offices of Robert E. Luna, P.C. 4411 N. Central Expressway Dallas, TX 75205 Lewisville Independent School Dist. c/o Edward Lopez, Jr., Esq. Linebarger, Goggan, et al 2323 Bryan Street, Suite 1600 Dallas, TX 75201		Complaint (pending) Lewisville Independent School District v Trinity Workplace Learning Corporation, Cause No. 2007-1080-16				
ACCOUNT NO.						48,716.54
Lixivian Incorporated 150 West Lake St., Suite 204 Wayzata, MN 55391		Trade debt				
ACCOUNT NO.						50,000.00
Monte Cristo Games 42 Rue Des Jeuneurs Paris, France		Trade debt				
ACCOUNT NO.			X	X	X	Unknown
Multiprint Solutins, LLC c/o Mary Kuennen Kilany, Esq, Harrell, Pallet & Associates, PC 5454 La Sierra Dr., Suite 100 Dallas, TX 75231		Complaint (pending) Multiprint Solutions, LLC v Trinity Workplace Learning Corporation, Cause No. CC06-15635-e				

Sheet no. 4 of 7 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal	>	\$	98,716.54
Total	>	\$	

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

In re TWL Knowledge Group, Inc.
DebtorCase No. 08-42774-btr-11
(If known)**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.			X	X	X	Unknown
National Fallen Firefighters Foundation c/o Christopher T. LaTesta, Esq. 575 Seventh St., NW Washington, DC 20004		Complaint (pending) National Fallen Firefighters Foundation v TWL Corporation, TWL Knowledge Group, Inc., et al, Case No. 08-cv-0896				
ACCOUNT NO.						36,214.63
NCCER 3600 N. W. 43rd Street Gainesville, FL 32606		Trade debt				
ACCOUNT NO.						49,203.78
Press Association, Inc. P. O. Box 19607 Newark, NJ 07195-0607		Trade debt				
ACCOUNT NO.						2,416,851.62
Primedia 3585 Engineering Dr. Norcross, GA 30092		Acquisition debt				
ACCOUNT NO.						51,199.63
Reliant Energy Dept 0954 P. O. Box 120954 Dallas, TX 75312-0954		Trade debt				

Sheet no. 5 of 7 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority ClaimsSubtotal > \$ **2,553,469.66**

Total >

\$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

In re TWL Knowledge Group, Inc.

Debtor

Case No. 08-42774-btr-11

(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. SAP America, Inc. P. O. Box 7780-824024 Phildelphia, PA 19182-4024		Trade debt				84,435.00
ACCOUNT NO. Southwestern Bell P. O. Box 650502 Dallas, TX 75265-0502		Trade debt				44,685.20
ACCOUNT NO. Tata Interactive Systems Andheri-Kuria Road Mumbai AD 400059		Trade debt				37,440.00
ACCOUNT NO. Technomedia International, Inc. c/o Kenneth Zimmern, Esq. Zimmern Law Firm, P.C. 3700 Montrose Blvd. Houston, TX 77006 Technomedia International, Inc. c/o J. Mark Brewer, Esq. Brewer & Pritchard, P.C. Three Riverway, Suite 1800 Houston, TX 77056		Complaint (pending) Technomedia International, Inc., Plaintiff v TWL Skill Ventures, LLC, Defendant & Third Party Plaintiff v Trinity Workplace Learning Corp, Third-Party Defendant, Case No. 2007-69993	X	X	X	Unknown

Sheet no. 6 of 7 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal > \$ **166,560.20**

Total > \$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

In re TWL Knowledge Group, Inc.

Debtor

Case No. 08-42774-btr-11

(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.						103,865.64
Vinson & Elkins, L.L.P. P. O. Box 200113 Houston, TX 77216-0113		Legal Fees				
ACCOUNT NO.			X	X	X	Unknown
Westar Satellite Services, LP c/o Andrew Crabtree, Esq. 225 Brookhollow Rd., Suite 303 Melville, NY 11747		Complaint (pending): Westar Satellite Services, LP v Trinity Workplace Learning Corporation, Before the American Arbitration Association, AAA Case No. 13 494 01264 07				
ACCOUNT NO.						3,248,011.99
See Exhibit F		Accounts Payable				

Sheet no. 7 of 7 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal > \$ 3,351,877.63

Total > \$ 8,100,035.17

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

In re: TWL Knowledge Group, Inc.
DebtorCase No. 08-42774-btr-11
(If known)**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**☐ Check this box if debtor has no executory contracts or unexpired leases.

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST, STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
Alliance Office Systems (Savin) 587-B Commerce Street Southlake, TX 76092	Lease dated 09/25/06 by TWL Corporation and Key Equipment Finance, Inc. re: Savin copier equipment.
Ambassador Book Service	License: Dealership 08/25/04 Distribution Agreement
APCO Institute 351 N. Williamson Blvd. Daytona Beach, FL 32114-1112	Contract between APCO and Trinity Workplace Learning, subsequently known as TWL Corporation
Cisco Systems Capital Corporation 1111 Old Eagle School Rd. Wayne, PA 19087	Lease Agreement (No. 24793533) dated 10/25/06 re: telephone switching gear
Customer Contracts	Customer Contracts
Customs and Border Protection Contract	Customs and Border Protection Contract
Federal Communications Comm. Office of the Secretary 445 12th Street, SW Washington, DC 20554	FCC License for Fixed Transmit - Receive Earth Station E101015
Greenville Technical College P. O. Box 5616 Greenville, SC 29606-5616	License: development of certain PRIMEed Performance Evaluation Documents 05/20/03 & 10/15/02 Production and License Agreement Development Fee and License

In re: TWL Knowledge Group, Inc.
DebtorCase No. 08-42774-btr-11
(If known)**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

(Continuation Sheet)

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST, STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
Greenville Technical College P. O. Box 5616 Greenville, SC 29606-5616	Production and License Agreement dated as of May 5, 2003 by and between Greenville Technical College and Primedia Workplace Learning, predecessor in interest to TWL Corporation
Hartford Insurance	Insurance Policy: Property/General Liability Auto Umbrella (Package) Policy 09/15/08-09
HCPPro, Inc. 200 Hoods Lane Marblehead, MA 01945	Marketing and Licensing Agreement between TWL Knowledge Group, Inc., and HCPPro, Inc., dated as of August 2, 2007
Intelsat Corporation c/o Chris Nibecker 3400 International Dr. NW Washington, DC 20008	Galaxy XI Transponder Lease Agreement dated as of May 16, 2007 by and between TWL Knowledge Group, Inc., and Intelstat Corporation
International Foundation for Protection Officers P. O. Box 771329 Naples, FL 34107-5752	International Foundation for Protection Officers
Joint Commission Resources P. O. Box 75752 Chicago, IL 60675-5752	Satellite Network Agreement
Key Equipment Finance, Inc. (Savin) 600 Travis Street, Suite 1400 Houston, TX 77002	Lease dated 09/25/06 by TWL Corporation and Key Equipment Finance, Inc. re: Savin copier equipment
LALPI / Shaw LLC c/o John H. DeClercq 555 12th Street, #215 Oakland, CA 94607	Lease Agreement, 07/21/97 re: 4101 International Parkway, Carrollton, TX 75007

In re: TWL Knowledge Group, Inc.
DebtorCase No. 08-42774-btr-11
(If known)**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

(Continuation Sheet)

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST, STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY, STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
Lloyds of London Insurance	E&O Professional Liability - 11/11/07-08
Medical Audio Visual Communications	License: Dealership agreement 08/25/04 Distribution Agreement - 1yr term - healthcare products and services
MedSenses, Inc. P. O. Box 1737 Moncton, NB E1C 9X5 Canada	Memorandum of Understanding (Affiliate Program) dated as of March 7, 2008 by and between Medsenses, Inc., and TWL Knowledge Group, Inc.
Midlands Technical College	License: PRIMEed Reseller Agreement
Modicon, Inc. 1 Hight Street North Andover, MA 01845-2601	Agreement by Gould Inc., Programmable Control Div., predecessor to Modicon, Inc., and Tel-A-Train, Inc., predecessor to Primedia Workplace Learning, Inc., predecessor to TWL Corp, dated 10/19/03.
NCCER 3600 N. W. 43rd Street Gainseville, FL 32606	Development Agreement by and between Primedia Workplace Learning, LLC, predecessor in interest to TWL Corporation, and the National Center for Construction Education and Research (NCCER), 12/07/98.
Pitney Bowes-PBCC P. O. Box 856460 Louisville, KY 40285-6460	Equipment Lease dated as of July 15, 2008 by and between Pitney Bowes Global Financial Services LLC and TWL Knowledge Group, Inc.
Prairie State College	License: PRIMed Reseller Agreement 2003 PRIMEed Reseller Agreement

In re: TWL Knowledge Group, Inc.

Debtor

Case No. 08-42774-btr-11

(If known)

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST, STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
Richard D. Alexander	License: Richard D. Alexander distributor of PWPL products with PWPL to receive royalty payments 09/19/03 Distribution and Marketing Agreement
SA Media Trading	License: Dealership 08/25/04 Distribution Agreement - 1yr term with automatic renewal subject to 30 day notice of termination
SalesForce.com P. O. Box 5126 Carol Stream, IL 60197-5126	Contract 00171036 dated January 5, 2008 by and between Trinity Workplace Learning, subsequently known as TWL Corporation, and SalesForce.com
SAP America, Inc. P. O. Box 7780-824024 Philadelphia, PA 19182-4024	SAP America, Inc., R/3 Software End-User License Agreement dated as of July 28, 1998 by and between SAP America, Inc., and Primedia Workplace Learning, Inc., predecessor in interest to TWL Corporation
Shell Canada, Ltd. P. O. Box 100 Station M Calgary, AB T2F 2H6	Agreement by and between Shell Canada Limited and TWL Knowledge Group, Inc., dated as of November 29, 2006
South Carolina Technical College System	License: 08/06/03 MOU by S.C. Technical College System & Primedia re: maintenance technician-training program
SumTotal Systems, Inc. 2444 Charleston Rd. Mountain View, CA 94043-1622	Amended and Restated Master Solution Agreement dated as of June 27, 2007 by and between SumTotal Systems, Inc., and TWL Knowledge Group, Inc.
The Marcom Group Ltd 20 Creek Parkway Boothwyn, PA 19061-3132	CD-ROM Courseware Marketing Agreement dated 07/07/97 by The Marcom Group, Ltd. and Westcott Communications, Inc., subsequently known as Primedia Workplace Learning, LLC, predecessor to TWL Corp.

In re: TWL Knowledge Group, Inc.,
Debtor

Case No. 08-42774-btr-11
(If known)

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST, STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
XL Specialty Insurance	XL Specialty Insurance - D&O/Employment Practices Liability - 01/15/08-09

In re: TWL Knowledge Group, Inc.
Debtor

Case No. 08-42774-btr-11
(If known)

SCHEDULE H - CODEBTORS

☒ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
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UNITED STATES BANKRUPTCY COURT
Eastern District of Texas
Sherman Division

In re: **TWL Knowledge Group, Inc.**

Case No. 08-42774-btr-11

Chapter **11**

BUSINESS INCOME AND EXPENSES

FINANCIAL REVIEW OF THE DEBTOR'S BUSINESS (NOTE: ONLY INCLUDE information directly related to the business operation.)

PART A - GROSS BUSINESS INCOME FOR PREVIOUS 12 MONTHS:

1. Gross Income For 12 Months Prior to Filing: \$ 22,128,653.00

PART B - ESTIMATED AVERAGE FUTURE GROSS MONTHLY INCOME:

2. Gross Monthly Income: \$ 1,844,054.00

PART C - ESTIMATED FUTURE MONTHLY EXPENSES:

3. Net Employee Payroll (Other Than Debtor)	\$ <u>765,224.00</u>
4. Payroll Taxes	<u>63,628.00</u>
5. Unemployment Taxes	<u>710.00</u>
6. Worker's Compensation	<u>6,769.00</u>
7. Other Taxes	<u>17,168.00</u>
8. Inventory Purchases (Including raw materials)	<u>79,605.00</u>
9. Purchase of Feed/Fertilizer/Seed/Spray	<u>0.00</u>
10. Rent (Other than debtor's principal residence)	<u>176,673.00</u>
11. Utilities	<u>53,716.00</u>
12. Office Expenses and Supplies	<u>208,730.00</u>
13. Repairs and Maintenance	<u>17,496.00</u>
14. Vehicle Expenses	<u>0.00</u>
15. Travel and Entertainment	<u>81,652.00</u>
16. Equipment Rental and Leases	<u>16,088.00</u>
17. Legal/Accounting/Other Professional Fees	<u>73,987.00</u>
18. Insurance	<u>0.00</u>
19. Employee Benefits (e.g., pension, medical, etc.)	<u>120,883.00</u>
20. Payments to Be Made Directly By Debtor to Secured Creditors For Pre-Petition Business Debts (Specify):	
Transponder access fee	<u>189,000.00</u>
21. Other (Specify):	
Cost of production	<u>71,875.00</u>

22. Total Monthly Expenses (Add items 3 - 21) \$ 1,943,204.00

PART D - ESTIMATED AVERAGE NET MONTHLY INCOME:

23. AVERAGE NET MONTHLY INCOME (Subtract Item 22 from Item 2) \$ (99,150.00)

In re TWL Knowledge Group, Inc.
Debtor

Case No. 08-42774-btr-11
(If known)

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY BY INDIVIDUAL DEBTOR

(NOT APPLICABLE)

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I **Patrick R. Quinn**, the **Chief Financial Officer** of the **Corporation** named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 435 sheets (*Total shown on summary page plus 1*), and that they are true and correct to the best of my knowledge, information, and belief.

Date 11/20/2008

Signature: s/ Patrick R. Quinn
Patrick R. Quinn Chief Financial Officer
(Print or type name of individual signing on behalf of debtor.)

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]